

**EXHIBIT A**

**Cleary Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

EARTH FARE, INC., *et al.*,<sup>1</sup>

Debtors.

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## Chapter 11

Case No. 20-10256 (KBO)

(Jointly Administered)

**DECLARATION OF M. BLAKE CLEARY IN SUPPORT OF THE DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF YOUNG CONAWAY STARGATT & TAYLOR, LLP AS COUNSEL TO THE DEBTORS, *NUNC PRO TUNC* TO THE PETITION DATE**

I, M. Blake Cleary, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am a partner in the firm of Young Conaway Stargatt & Taylor, LLP (“**Young Conaway**” or the “**Firm**”), with offices at Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, and have been duly admitted to practice in the State of Delaware and the Commonwealth of Pennsylvania, as well as in the United States Court of Appeals for the Third Circuit and in the United States District Court for the District of Delaware. I submit this declaration (this “**Declaration**”) in support of the *Debtors’ Application for an Order, Pursuant to Section 327(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel to the Debtors, Nunc Pro Tunc to the Petition Date* (the “**Application**”).<sup>2</sup>

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

2. Young Conaway has conducted a series of searches in the Firm's conflicts databases to identify relationships with the Debtors, their lenders, equity holders, and various other parties-in-interest in the Chapter 11 Cases (collectively, the "**Interested Parties**").<sup>3</sup>

3. Based on the conflicts and connections search conducted and described herein, to the best of my knowledge, neither I, Young Conaway, nor any partner, counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors or any other parties-in-interest herein, except as stated below:

- i. In recent months, Young Conaway and certain of its partners and associates have rendered legal services to the Debtors relating to their plans to seek relief under chapter 11 of the Bankruptcy Code and the preparation of the petitions and other papers initiating and prosecuting the Chapter 11 Cases.
- ii. The Debtors have sought or will seek to retain (a) FTI Consulting, Inc., as financial advisor; (b) Epiq Corporate Restructuring, LLC, as administrative agent; (c) Malfitano Advisors, LLC, as asset disposition advisor; (d) Hilco IP Services, LLC d/b/a Hilco Streambank, as intellectual property sale advisor; and (e) A&G Realty Partners, LLC, as real property sale advisor. Young Conaway has in the past and currently does work with and against these professionals in connection with matters wholly unrelated to the Chapter 11 Cases.
- iii. Young Conaway may have previously represented the Interested Parties listed below, or parties who may be affiliated with such Interested Parties, in matters wholly unrelated to the Debtors and the Chapter 11 Cases:
  - a. AMEX
  - b. Aramark Uniform Services
  - c. AT&T
  - d. Bright House Networks
  - e. Conway MacKenzie
  - f. Dell Marketing L.P.
  - g. Federal Express
  - h. Fireman's Fund Insurance Company
  - i. Frontier Florida
  - j. Great American Insurance Company
  - k. Liberty Insurance Underwriters, Inc.

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<sup>3</sup> A list of the Interested Parties searched is attached hereto as Exhibit 1.

- l. Lloyd's of London
- m. NCR Corporation
- n. TDS Telecom
- o. Time Warner Cable
- p. Travelers Casualty & Surety Company of America
- q. Waste Management
- r. Zenith Insurance Company

iv. Young Conaway currently represents (and may in the past have represented) the Interested Parties listed below, or parties who may be affiliated with such Interested Parties, in matters wholly unrelated to the Debtors and the Chapter 11 Cases:

- a. Charter Communications
- b. Deutsche Bank Securities Inc.
- c. Dish Network
- d. Dixie Electric Cooperative

4. Furthermore, to the best of my knowledge, information, and belief, and in accordance with Bankruptcy Rule 5002, neither I nor any attorney at Young Conaway is a relative of the United States Bankruptcy Judge assigned to the Chapter 11 Cases, and Young Conaway does not have a connection with the United States Bankruptcy Judge that would render its retention in the Chapter 11 Cases improper. Further, in accordance with Bankruptcy Rule 2014, Young Conaway does not have any connection with the Office of the United States Trustee (the “**U.S. Trustee**”) or any persons employed by the U.S. Trustee.

5. Young Conaway is continuing to review the Debtors’ complete lists of creditors. Based upon its review as of this date, Young Conaway has determined that it does not represent any party in these proceedings with a material adverse interest with respect to the Debtors. Young Conaway will supplement this declaration, as necessary, with additional information or disclosures in the event that additional information is developed.

6. Young Conaway is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code in that Young Conaway, its partners, counsel, and associates:

- i. are not creditors, equity security holders, or insiders of the Debtors;
- ii. are not and were not, within two (2) years before the Petition Date, directors, officers, or employees of the Debtors; and
- iii. do not have an interest materially adverse to the interests of the Debtors’ estates or of any class of the Debtors’ creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, any of the Debtors, or for any other reason.

7. As set forth above, and subject to any explanations and/or exceptions contained herein, Young Conaway (a) does not hold or represent any interest adverse to the Debtors in connection with the matters upon which Young Conaway is to be engaged, and (b) is disinterested. If the results of further investigation reveal any additional connections, Young Conaway will make any further disclosures as may be appropriate at that time.

8. Young Conaway intends to apply for compensation for professional services rendered in connection with the Chapter 11 Cases subject to approval of the Court and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any administrative order entered by the Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Young Conaway. The Firm operates in a national and regional marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialty, the firm’s experience, performance and reputation, the nature of the work involved, and other factors. The principal attorneys and paralegals designated to represent the Debtors and their current standard hourly rates are:

i.	Pauline K. Morgan	\$1,025.00 per hour
ii.	M. Blake Cleary	\$940.00 per hour
iii.	Sean T. Greecher	\$715.00 per hour
iv.	Ian J. Bambrick	\$610.00 per hour
v.	Shane M. Reil	\$525.00 per hour
vi.	Allison S. Mielke	\$490.00 per hour
vii.	Malak S. Doss (law clerk)	\$375.00 per hour
viii.	Brenda Walters (paralegal)	\$305.00 per hour

9. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Debtors in connection with the matters herein described.

10. The hourly rates set forth above are Young Conaway's standard hourly rates for work of this nature and these rates are set at a level designed to fairly compensate Young Conaway for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses approved by the client such as secretarial and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is

fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

11. No promises have been received by Young Conaway, nor by any partner, counsel, or associate thereof, as to compensation in connection with the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. Young Conaway has no agreement with any other entity to share with such entity any compensation received by Young Conaway in connection with the Chapter 11 Cases.

12. Consistent with the U.S. Trustee's *Appendix B—Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “**U.S. Trustee Guidelines**”), which became effective on November 1, 2013,<sup>4</sup> I state as follows:

- i. Young Conaway has not agreed to a variation of its standard or customary billing arrangements for this engagement;
- ii. None of the Firm's professionals included in this engagement have varied their rate based on the geographic location of the Chapter 11 Cases;
- iii. Young Conaway was retained by the Debtors pursuant to an engagement agreement dated November 4, 2019. The billing rates and material terms of the prepetition engagement are the same as the rates and terms described in the Application; and
- iv. The Debtors will consult with Young Conaway for purposes of approving a prospective budget and staffing plan for Young Conaway's engagement for the postpetition period prior to a hearing on the Application. In accordance with the U.S. Trustee Guidelines, the budget may be amended as necessary to reflect changed or unanticipated developments.

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<sup>4</sup> The U.S. Trustee Guidelines themselves acknowledge that “the Guidelines do not supersede local rules, court orders, or other controlling authority.” While the Debtors and Young Conaway intend to work cooperatively with the U.S. Trustee to address requests for information and any concerns that may have led to the adoption of the U.S. Trustee Guidelines, neither the filing of this Declaration, nor anything contained herein, is intended to or shall be deemed to be an admission by Young Conaway that the Firm is required to comply with the U.S. Trustee Guidelines. Young Conaway reserves any and all rights with respect to the application of the U.S. Trustee Guidelines in respect of any application for employment or compensation filed in the Chapter 11 Cases.

13. Young Conaway intends to perform the services including, but not limited to, the following:

- i. providing legal advice and services with respect to the Debtors' powers and duties as debtors in possession, management of their properties, and the sale of their assets;
- ii. preparing and pursuing confirmation of a plan and approval of a disclosure statement;
- iii. preparing, on behalf of the Debtors, necessary applications, motions, answers, orders, reports, and other legal papers;
- iv. appearing in Court and at any meeting with the U.S. Trustee and any meeting of creditors at any given time on behalf of the Debtors;
- v. performing various services in connection with the administration of the Chapter 11 Cases, including, without limitation, (i) preparing agenda letters, certificates of no objection, certifications of counsel, notices of fee applications and hearings, and hearing binders of documents and pleadings, (ii) monitoring the docket for filings on pending matters that need responses; (iii) preparing and maintaining critical dates memoranda to monitor pending applications, motions, hearing dates, and other matters and the deadlines associated with the same, and (iv) handling inquiries and calls from creditors and counsel to interested parties regarding pending matters and the general status of the Chapter 11 Cases; and
- vi. performing all other legal services assigned by the Debtors to Young Conaway.

14. The facts set forth in the Application are true and correct to the best of my knowledge, information, and belief.

Dated: February 6, 2020  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ M. Blake Cleary  
M. Blake Cleary



**EXHIBIT 1**

**Interested Parties**

**EARTH FARE, INC.**

***List of Potential Parties in Interest***

**Debtors**

Earth Fare, Inc.  
EF Investment Holdings, Inc.

**Debtor Directors and Officers**

John C. Brouillard  
Paul Dale  
David A. Jones  
Harold S. Little  
Kevin Mailender  
Justin McDougal  
Frank V. Scorpiniti  
Chris Williams  
Tyler J. Wolfram

**Known Affiliates**

Monitor Clipper Equity Partners II, L.P.  
Monitor Clipper Equity Partners (NQP) II, L.P.  
OHCMP III LP  
OHCP III LP  
OHCP GenPar III, L.P.

**Stockholders Greater than 5%**

MCP Heirloom LLC  
Oak Hill Capital Partners III, LP

**Debtors' Professionals**

Deutsche Bank Securities Inc.  
FTI Consulting, Inc.  
Young Conaway Stargatt & Taylor, LLP

**Banks/Lender/UCC Lien  
Parties/Administrative Agents**

Fifth Third Bank  
First Western Bank & Trust  
Oak Hill Capital Management Partners III, L.P.  
Oak Hill Capital Partners III, L.P.  
Wells Fargo & Company

**Lenders' Professionals**

Conway MacKenzie  
Paul, Weiss, Rifkind, Wharton & Garrison,  
LLP

**Material Vendors and Contract  
Counterparties**

Acosta Sales & Marketing  
ADP  
Adplex, Inc.  
Albert's  
AMEX  
Amtekco Industries Inc.  
Ancient Nutrition  
Aramark Uniform Services  
Blue Hill by Hand  
Braswell Scale & Equipment  
BREIT MP EP II LLC  
Bunzl Distribution Southeast, LLC  
Carolina Refrigeration Services, Inc.  
Certified Commercial Service & Equipment  
Counter Culture  
Crosset Company, Cincinnati  
CV Sciences, Inc.  
CWB Holdings, Inc.  
Dell Marketing L.P.  
Elite Flower  
Enzymedica, Inc.  
Fasteners For Retail, Inc. (FFR)  
Federal Express  
FEELGOODZ, LLC  
First Source, LLC  
Flowers Baking Company of Villa Rica LLC  
Frontier Natural Products  
Gaia Herbs, Inc.  
Garden of Life, Inc  
Gemini Place Towne Center LLC  
Georgia Air Solutions, LLC  
Gourmet Foods International  
Hissho Sushi  
Homestead Creamery, Inc  
Hoover Mall Limited, LLC  
Hubert Company  
Hussman Corporation  
Inland Seafood

Instacart  
 Invatron Systems USA Corp.  
 Irwin Naturals/4Health  
 Jadeco, Inc.  
 Kamp Washington  
 Katalyst Network Group  
 KPS Global, LLC  
 Madix  
 Mainstreet at Midtown Limited Partnership  
 Marathon Equipment Company  
 Mineral Fusion Natural Brands, LLC  
 Muzak - AVL,GSO,BOO, GVL2,AVL2  
 NADG/ Blackfin Partners  
 National Water Services  
 Natural Dynamics  
 NCR Corporation  
 New Chapter, Inc.  
 Nexsen Pruet, LLC  
 Nordic Naturals  
 Notes & Queries, Inc.  
 Novel Lucerne  
 NP/I&G EastChase Property Owner, LLC  
 Nutraceutical Corporation  
 Nutranext, LLC  
 OneSource Magazine Dist., LLC  
 Palladium Delvelopment V, LLC  
 Pangea-CDS, Inc.  
 Peet's Coffee & Tea  
 Piedmont Graphics  
 Pye-Barker Fire & Safety, LLC  
 Rainier Woodlands Square Acquisition  
 Renew Life  
 RGIS Inventory Specialists  
 SEMINOLE MALL LP  
 Sequel Naturals, Inc.  
 Skyview Naturals CO dba Sunsoil  
 Southeastern Products Inc.  
 SRK Viera Village Associates L.P.  
 SRS Real Estate Partners - Southeast, LLC  
 Sumotext Corporation  
 Supermarket Systems, Inc.  
 The Charlotte Observer  
 The Republic Of Tea  
 The Stores Consulting Group, LLC  
 UNFI  
 Valassis Digital, Inc  
 Vitamer Laboratories  
 Waste Management Asheville  
 Zenith Insurance Company  
 Zero Zone

### Landlords

3939 Everhard LLC  
 5070 South Westnedge LLC  
 Atlantic North Shopping Center  
 Battleground Associates, LP  
 Blackfin Nona LLC  
 Brierdale  
 Broad Street Realty LLC  
 Central Realty Holdings LLC  
 CH Forest Park Partners  
 Cobblestone Plaza at Boynton, LLC  
 Cole GS Huntersville NC, LLC  
 Colonial Development Company  
 Cox Investments  
 Crescent CCRE Lucerne Venture, LLC  
 Dupont Crossing, LLC  
 EF 160 Fort Mill, LLC  
 Ferncroft Morrison, LLC  
 FIRC Westgate LLC  
 Forsyth Owner 3, L.P. c/o Core Property  
 Capital LLC  
 Gateway Arthur, Inc.  
 Gator Argate Gainesville, LLC  
 Gould and Company  
 Gunbarrel Commons, LLC  
 Hamilton Town Center  
 Harbour-Gramling Summerville, LLC  
 Harvest Market, LLC  
 Holrob Schaffler Partnership I  
 HRP Ivy Market, LLC  
 HRP Renaissance Market, LLC  
 Hull Storey Retail Group - Fury's Ferry  
 Shoppes  
 Hutton Pasco Power Center Ex, LLC  
 Icebreaker Development, LLC  
 IRC Retail Centers  
 Kamp Washington c/o USRP I, LLC  
 KRG Centre, LLC  
 KRG Toringdon Market, LLC  
 MFBY Ocala LLC  
 Midtown West EF, LLC  
 Palladium Development V. LLC  
 Park West Village c/o CASTO  
 Parkway Terrace Properties, Inc.  
 PGP Jacksonville LLC  
 RECS Flint's Crossing LLC  
 RGOP 2, LLC  
 Sams Investments Inc  
 Seminole Mall LP c/o Centrecorp  
 Shops of Fairlawn Delaware LLC

Skyland Town Centre Investors  
 SRK Viera Village Associates LP  
 St. Johns Parkway Land Trust  
 TDC Lakewood I, LLC  
 Turnhart Acquisition Corporation  
 Wood Rock Hill Center, LLC  
 Woodlands Square  
 Yale Huntsville, LLC

### **Insurers**

American Bankers Insurance Company of  
 Florida  
 Cincinnati Insurance Company  
 Fireman's Fund Insurance Company  
 Great American Insurance Company  
 Liberty Insurance Underwriters, Inc.  
 Lloyds of London  
 Ohio State Insurance Fund  
 Travelers Casualty & Surety Company of  
 America  
 Westchester Surplus Lines Insurance Company  
 Zenith Insurance Company

### **Utilities**

AEP Ohio  
 Alabama Power  
 Appalachian Power  
 AT&T  
 Athens Clarke County  
 Atmos Energy  
 Bandwave Systems  
 Bright House Networks  
 BrightRidge  
 Cape Fear Public Utility Authority  
 Century Link  
 Champion Utility Billing Services  
 Charleston Water System  
 Charter Communications  
 Chattanooga Gas  
 Chattanooga Gas  
 Citizens Energy  
 City of Asheville  
 City of Carmel Utilities  
 City of Charlotte - Water  
 City of Chattanooga - Sewer  
 City of Clearwater  
 City of Cocoa  
 City of Columbia  
 City of Concord

City of Greensboro  
 City of High Point  
 City of Kalamazoo - City Treasurer  
 City of North Canton - Water Dept.  
 City of Oldsmar  
 City of Portage  
 City of Raleigh  
 City of Rock Hill  
 City of Tallahassee  
 Columbia County Water  
 Comporium Communications  
 Concord Mills NC LLC  
 Conservice  
 Consumers Energy  
 Curbside Management, Inc.  
 Danny's Dumpsters  
 Dayton Power and Light Comp  
 Dish Network  
 Dixie Electric Coop  
 Dominion East Ohio  
 Dominion Energy South Carolina  
 Dominion Energy Virginia  
 Duke Energy  
 Duke Energy - Indiana  
 Duke Energy Progress  
 Duke Power  
 Energy United  
 EPB Electric Power  
 Fairfax Water  
 FCC SA  
 Fireside Natural Gas LLC  
 First Utility District  
 Florida City Gas  
 Florida Power & Light  
 Florida Public Utilities  
 Forsyth County - Water/Sewer Dept  
 Frontier Florida  
 Frontier Natural Gas  
 Gainesville Regional Utilities  
 GEMPTC/Colliers International  
 Georgia Power  
 Greenville Water System  
 Hamilton Town Center  
 Henderson County Sewer  
 Hendersonville Water & Sewer  
 Hixson Utility District  
 Huntsville Utilities  
 Illuminating Company  
 Indiana Michigan Power  
 Indianapolis Power & Light Company  
 Infinite Energy Inc

**JEA**

Johnson City Utility System  
 Knoxville Utilities Board  
 Lenoir City Utilities Board  
 Manatee County Utilities Dept  
 Metropolitan Sewerage District of Buncombe  
 County  
 Montgomery County Water  
 Montgomery Water Works  
 New River Light & Power Co.  
 NIPSCO  
 Ocala Utility Services  
 Ohio Edison  
 Orlando Utilities Commission  
 Palm Beach County Water Utilities  
 Peace River Electric Coop  
 Piedmont Natural Gas Co.  
 Pinellas County Utilities  
 PSNC Energy  
 Republic Service  
 Roanoke Gas Company  
 Rock Hill South Carolina  
 Sawnee Electric Membership  
 Sewer & Water Utility Bill  
 Spire  
 Stark County Metropolitan Sewer  
 Suburban Natural Gas Company  
 Summerville CPW  
 TDS Telecom  
 Teco  
 Tennessee American Water  
 The Illuminating Company  
 Time Warner Cable  
 Time Warner Cable - Northeast  
 Town of Boone  
 Town of Cary  
 VA Natural Gas  
 Vectren Energy  
 Verizon Wireless  
 Washington Gas  
 Waste Management  
 WCA Waste Corporation  
 Western Virginia Water Authority  
 Windstream Communications  
 Withlacoochee River Electric Coop  
 WM Compactor Solutions  
 York County Natural Gas Authority  
 York County Water/Sewer  
 York Electric Cooperative Inc.

**Taxing Authorities**

Alabama Department of Revenue  
 City of Auburn  
 City of Charleston  
 City of Columbia  
 City of Fairfax  
 City of Huntsville  
 City of Roanoke  
 City of Rock Hill  
 City of Williamsburg  
 County of Greenville  
 Florida Department of Revenue  
 Georgia Department of Revenue  
 Indiana Department of Revenue  
 Lee County Revenue Office  
 Madison County Revenue Office  
 Mecklenburg County  
 Michigan Department of Treasury  
 North Carolina Department of Revenue  
 Ohio Department of Taxation  
 South Carolina Department of Revenue  
 Tennessee Department of Revenue  
 Town of Summerville  
 Virginia Department of Taxation  
 Wake County Revenue Department  
 York County Treasurer

**Litigation Parties**

Kevin Bradley  
 Destanee Roller

**Significant Competitors**

Whole Foods  
 Sprouts  
 The Fresh Market  
 Natural Grocers  
 Lucky's Market

**United States Bankruptcy Judges in the  
 District of Delaware**

John T. Dorsey  
 Kevin Gross  
 Karen B. Owens  
 Brendan L. Shannon  
 Laurie Selber Silverstein  
 Christopher S. Sontchi  
 Mary F. Walrath

**Office of the United States Trustee**

Lauren Attix  
David Buchbinder  
Linda Casey  
Holly Dice  
Shakima L. Dortch  
Timothy J. Fox, Jr.  
Diane Giordano  
Christine Green  
Benjamin Hackman  
Jeffrey Heck  
Jane Leamy  
Hannah M. McCollum  
James R. O'Malley  
Michael Panacio  
Linda Richenderfer  
Juliet Sarkessian  
Richard Schepacarter  
Edith A. Serrano  
Karen Starr  
T. Patrick Tinker  
Andrew Vara  
Ramona Vinson  
Michael West  
Dion Wynn